

84 \* QUESTAR TELECOM INC:ADVANCES MOBILECOMM INC JOINT  
     VENTURE  
   5 RADIONICS INC  
   2 RIETH, TERRY  
 10 RMTV INC  
 10 SCOTT MAYER INC  
   5 SGTV INC  
 10 SHELLY CURTTRIGHT INC  
 10 \* SMART SMR INC  
 10 STEVE DOWDY INC  
 10 TAD DOBBS INC  
 10 TENTH STREET TV INC  
 43 TETON COMMUNICATIONS INC  
   5 UNIDEN CORPORATION OF AMERICA  
 10 USITV INC  
 10 WES DALTON INC  
   5 WHITNEY, LARRY W  
 10 ZUNDEL, D L  
 12 ZUNDELS RADIO INC

Grand total YX licenses in all category bands: 1376

Total Nextel licenses in all category bands: 882

Percentage of licenses held by or under contract to Nextel: 64%

\* Nextel owned, operated, managed or under contract for sale to Nextel.

TABLE 4G  
Enid, OK

TOTAL SMR CHANNELS LICENSED OR PENDING IN ALL CATEGORY BANDS  
(CHANNELS 1-600)

TOTAL      LICENSEE

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8	BOLAY MOBILECOM INC
5	CEC CALL INC
105	* CEN CALL INC
20	* COM NETWORKS INC
10	DAVE FANT CO
5	DCL ASSOCIATES INC
1	E F JOHNSON COMPANY
3	* GATEWAY COMMUNICATIONS INC
3	* KANS NET INC
5	KREIFELS, HENRY H
5	LEONS RADIO
15	LEONS RADIO INC
5	MOBILE ELECTRONICS INC
24	* MOTOROLA INC
2709	* ONECOMM CORPORATION N A
25	* ONECOMM CORPORATION NA
10	PERMIAN CLEAR CHANNEL COMMUNICATIONS INC
45	PITTENCRIEFF COMMUNICATIONS INC
10	S E & E PARAFFIN SERVICE COMPANY
15	* SMART SMR INC
5	SMOCK, GENE
5	SMOCK, GENE A
26	TOTAL COM INC
40	WHITWAM INC
5	WYATT, WILLIAM C

Grand total YX licenses in all category bands:      3109

Total Nextel licenses in all category bands:      2904

Percentage of licenses held by or under contract to Nextel:      93%

\* Nextel owned, operated, managed or under contract for sale to Nextel.

EXAMPLE PAGES OF DATABASE PRINTOUTS FOLLOW

WNMY539  
Columbia, South Carolina

<u>CHANNEL NUMBER</u>	<u>FCC ALLOCATION</u>	<u>FREQUENCY</u>	<u>RADIO SERVICE</u>	<u>LICENSEE</u>	<u>STATUS</u>	<u>LOCATION</u>
		851.00000	GX	MILLER, ESTHER N	SBA8	COLUMBIA
		851.00000	GX	ORTH, JOAN	SBA8	COLUMBIA
		851.00000	GX	ZENK, JOHN L	SBA8	COLUMBIA
1.	General	851.01250	GX	BENTEL, WALTER	SBA8	COLUMBIA
1.	General	851.01250	GX	WERNER, DARRELL	SBA8	COLUMBIA
2.	General	851.03750	GX	ZENK, JOHN L	SBA8	COLUMBIA
3.	General	851.06250	GB	CENCOM OF SOUTH CAROLINA	SBA8	CLINTON
3.	General	851.06250	GB	CENCOM OF SOUTH CAROLINA	SBA8	CLINTON
3.	General	851.06250	GX	KRONENFELD, MARK	SBA8	COLUMBIA
4.	General	851.08750	GX	SALINAS, ERNESTO	SBA8	COLUMBIA
4.	General	851.08750	GX	VUKAJLOVIC, MICHAEL	SBA8	COLUMBIA
5.	General	851.11250	GO	SOUTH CAROLINA ELECTRIC & GAS CO	SBA8	WATEREE
5.	General	851.11250	GO	SOUTH CAROLINA ELECTRIC & GAS CO	SBA8	BATESBURG
5.	General	851.11250	GO	SOUTH CAROLINA ELECTRIC & GAS CO	SBA8	NORTH AUGUSTA
5.	General	851.11250	GO	SOUTH CAROLINA ELECTRIC & GAS CO	SBA8	AIKEN
5.	General	851.11250	GO	SOUTH CAROLINA ELECTRIC & GAS CO	SBA8	SALUDA
5.	General	851.11250	GO	SOUTH CAROLINA ELECTRIC & GAS CO	SBA8	SAINT MATTHEW
5.	General	851.11250	GO	SOUTH CAROLINA ELECTRIC & GAS COMPAN	SBA8	COLUMBIA
5.	General	851.11250	GO	SOUTH CAROLINA ELECTRIC & GAS COMPAN	SBA8	JEFFERSON
5.	General	851.11250	GO	SOUTH CAROLINA ELECTRIC & GAS COMPAN	SBA8	FLORENCE
5.	General	851.11250	GO	SOUTH CAROLINA ELECTRIC & GAS COMPAN	SBA8	CAMDEN
5.	General	851.11250	GO	SOUTH CAROLINA ELECTRIC & GAS COMPAN	SBA8	BISHOPVILLE
5.	General	851.11250	GO	SOUTH CAROLINA ELECTRIC & GAS COMPAN	SBA8	WILLISTON
5.	General	851.11250	GO	SOUTH CAROLINA ELECTRIC & GAS COMPAN	SBA8	TRENTON
5.	General	851.11250	GO	SOUTH CAROLINA ELECTRIC & GAS COMPAN	SBA8	LITTLE MTN
5.	General	851.11250	GO	SOUTH CAROLINA ELECTRIC & GAS COMPAN	SBA8	BAMBERG

157.	Industrial	854.91250	GO	SOUTH CAROLINA ELECTRIC & GAS COMPAN	SBA8	JEFFERSON
157.	Industrial	854.91250	GO	SOUTH CAROLINA ELECTRIC & GAS COMPAN	SBA8	FLORENCE
157.	Industrial	854.91250	GO	SOUTH CAROLINA ELECTRIC & GAS COMPAN	SBA8	CAMDEN
157.	Industrial	854.91250	GO	SOUTH CAROLINA ELECTRIC & GAS COMPAN	SBA8	BISHOPVILLE
157.	Industrial	854.91250	GO	SOUTH CAROLINA ELECTRIC & GAS COMPAN	SBA8	MYRTLE BEACH
158.	Industrial	854.93750	GO	CAROLINA POWER AND LIGHT CO	SBA8	HARTSVILLE
164.	Business	855.08750	GB	SOUTHERN COMPANY	PEND	STEVENS CREEK
165.	Industrial	855.11250	YX	TRANSIT COMMUNICATIONS CORPORATION	PEND	COLUMBIA
166.	Industrial	855.13750	YO	MPX SYSTEMS	PRB3	SALLEY
167.	Industrial	855.16250	YO	SOUTHERN COMPANY	PRB5	STEVENS CREEK
167.	Industrial	855.16250	GO	SALUDA RIVER ELECTRIC COOPERATIVE	SBA8	YORK
167.	Industrial	855.16250	GO	SALUDA RIVER ELECTRIC COOPERATIVE	SBA8	YORK
168.	Industrial	855.18750	YO	SOUTH CAROLINA ELECTRIC & GAS CO	PRB5	CAMDEN
168.	Industrial	855.18750	YO	SOUTHERN COMPANY	PRB5	STEVENS CREEK
171.	Business	855.26250	GB	BOWATER INCORPORATED	SBA8	CATAWBA
171.	Business	855.26250	GB	BOWATER INCORPORATED	SBA8	CATAWBA
173.	Business	855.31250	GB	BAXTER HEALTH CARE CORP	SBA8	CHARLOTTE
173.	Business	855.31250	GB	BAXTER HEALTH CARE CORP	SBA8	CHARLOTTE
175.	Industrial	855.36250	YO	SOUTHERN COMPANY	PRB5	STEVENS CREEK
175.	Industrial	855.36250	GO	CAROLINA POWER AND LIGHT CO	SBA8	HARTSVILLE
176.	Industrial	855.38750	YO	NUCOR STEEL CORPORATION	PRB4	FLORENCE
176.	Industrial	855.38750	YO	SOUTHERN COMPANY	PRB5	STEVENS CREEK
176.	Industrial	855.38750	GO	METROMONT MATERIALS CORP	SBA8	CLOVER
177.	Industrial	855.41250	GO	NORFOLK SOUTHERN CORPORATION	SBA8	COLUMBIA
178.	Industrial	855.43750	YO	SOUTHERN COMPANY	PRB5	STEVENS CREEK

402.	SMR	861.03750	YX	SOUTHEASTERN SMR LLC	PRB4	YORK
402.	SMR	861.03750	YX	SOUTHEASTERN SMR LLC	PRB4	WINGATE
402.	SMR	861.03750	YX	SOUTHEASTERN SMR LLC	PRB4	STALLINGS
402.	SMR	861.03750	YX	SOUTHEASTERN SMR LLC	PRB4	CLOVER
402.	SMR	861.03750	YX	SOUTHEASTERN SMR LLC	PRB4	CLOVER
402.	SMR	861.03750	YX	SOUTHEASTERN SMR LLC	PRB4	BOWLING GREEN
402.	SMR	861.03750	YX	SOUTHEASTERN SMR LLC	PRB4	NEWPORT
402.	SMR	861.03750	YX	SOUTHEASTERN SMR LLC	PRB4	MONROE
402.	SMR	861.03750	YX	SOUTHEASTERN SMR LLC	PRB4	MONROE
402.	SMR	861.03750	YX	SOUTHEASTERN SMR LLC	PRB4	MATTHEWS
403.	SMR	861.06250	YX	ADVANCED MOBILECOMM OF NORTH CAROLIN	PEND	ORANGEBURG
403.	SMR	861.06250	YX	ADVANCED MOBILECOMM OF NORTH CAROLIN	PEND	MONROE
403.	SMR	861.06250	YX	ADVANCED MOBILECOMM OF NORTH CAROLIN	PEND	COLUMBIA
403.	SMR	861.06250	YX	CANN, WILLIAM R	PRB4	LANCASTER
403.	SMR	861.06250	YX	CENTENNIAL TELECOMMUNICATIONS INC	PRB5	COLUMBIA
404.	SMR	861.08750	YX	MOTOROLA INC	PEND	COLUMBIA
404.	SMR	861.08750	YX	SOUTHEASTERN SMR LLC	PRB5	GREENWOOD
404.	SMR	861.08750	YX	SOUTHEASTERN SMR LLC	PRB5	AIKEN
404.	SMR	861.08750	YX	SOUTHEASTERN SMR LLC	PRB5	COLUMBIA
404.	SMR	861.08750	YX	SOUTHEASTERN SMR LLC	PRB5	ORANGEBURG
404.	SMR	861.08750	YX	SOUTHEASTERN SMR LLC	PRB5	MANNING
404.	SMR	861.08750	YX	SOUTHEASTERN SMR LLC	PRB5	AUGUSTA
405.	SMR	861.11250	YX	ADVANCED MOBILECOMM OF NORTH CAROLIN	PEND	NORTH AUGUSTA
405.	SMR	861.11250	YX	ADVANCED MOBILECOMM OF NORTH CAROLIN	PEND	ORANGEBURG
405.	SMR	861.11250	YX	ADVANCED MOBILECOMM OF NORTH CAROLIN	PEND	MONROE
405.	SMR	861.11250	YX	ADVANCED MOBILECOMM OF NORTH CAROLIN	PEND	COLUMBIA
405.	SMR	861.11250	YX	CURRIN JR, HENRY R	PEND	BELVEDERE
405.	SMR	861.11250	YX	ATLANTIC CELLULAR COMPANY LP	PRB4	COLUMBIA
406.	SMR	861.13750	YX	ADVANCED MOBILECOMM OF NORTH CAROLIN	PEND	NORTH AUGUSTA
406.	SMR	861.13750	YX	ADVANCED MOBILECOMM OF NORTH CAROLIN	PEND	ORANGEBURG
406.	SMR	861.13750	YX	ADVANCED MOBILECOMM OF NORTH CAROLIN	PEND	MONROE
406.	SMR	861.13750	YX	ADVANCED MOBILECOMM OF NORTH CAROLIN	PEND	COLUMBIA
406.	SMR	861.13750	YX	BOSTON COMMUNICATIONS GROUP INC	PRB4	ORANGEBURG

406.	SMR	861.13750	YX	ALPHA COMMUNICATIONS INC	XTRA	MONROE
407.	SMR	861.16250	YX	ADVANCED MOBILECOMM OF NORTH CAROLIN	PEND	NORTH AUGUSTA
407.	SMR	861.16250	YX	ADVANCED MOBILECOMM OF NORTH CAROLIN	PEND	ORANGEBURG
407.	SMR	861.16250	YX	ADVANCED MOBILECOMM OF NORTH CAROLIN	PEND	COLUMBIA
407.	SMR	861.16250	YX	TRANSIT COMMUNICATIONS CORPORATION	PEND	CHARLOTTE
407.	SMR	861.16250	YX	TRANSIT COMMUNICATIONS CORPORATION	PEND	MONROE
407.	SMR	861.16250	YX	TRANSIT COMMUNICATIONS CORPORATION	PEND	INDIAN TRAIL
407.	SMR	861.16250	YX	SOUTHEASTERN SMR LLC	PRB4	YORK
407.	SMR	861.16250	YX	SOUTHEASTERN SMR LLC	PRB4	WINGATE
407.	SMR	861.16250	YX	SOUTHEASTERN SMR LLC	PRB4	STALLINGS
407.	SMR	861.16250	YX	SOUTHEASTERN SMR LLC	PRB4	CLOVER
407.	SMR	861.16250	YX	SOUTHEASTERN SMR LLC	PRB4	CLOVER
407.	SMR	861.16250	YX	SOUTHEASTERN SMR LLC	PRB4	BOWLING GREEN
407.	SMR	861.16250	YX	SOUTHEASTERN SMR LLC	PRB4	NEWPORT
407.	SMR	861.16250	YX	SOUTHEASTERN SMR LLC	PRB4	MONROE
407.	SMR	861.16250	YX	SOUTHEASTERN SMR LLC	PRB4	MONROE
407.	SMR	861.16250	YX	SOUTHEASTERN SMR LLC	PRB4	MATTHEWS
407.	SMR	861.16250	YX	SOUTHEASTERN SMR LLC	PRB4	EAST GAFNEY
407.	SMR	861.16250	YX	E F JOHNSON COMPANY	XTRA	COLUMBIA
408.	SMR	861.18750	YX	SOUTH CAROLINA COMMUNICATIONS LP	XTRA	COLUMBIA
409.	SMR	861.21250	YX	ADVANCED MOBILECOMM OF NORTH CAROLIN	PEND	NORTH AUGUSTA
409.	SMR	861.21250	YX	TRANSIT COMMUNICATIONS CORPORATION	PEND	CHARLOTTE
409.	SMR	861.21250	YX	TRANSIT COMMUNICATIONS CORPORATION	PEND	MONROE
409.	SMR	861.21250	YX	TRANSIT COMMUNICATIONS CORPORATION	PEND	INDIAN TRAIL
409.	SMR	861.21250	YX	CAROLINA ELECTRONICS SALES	PRB3	COLUMBIA
409.	SMR	861.21250	YX	SOUTHEASTERN SMR LLC	PRB4	YORK
409.	SMR	861.21250	YX	SOUTHEASTERN SMR LLC	PRB4	YORK
409.	SMR	861.21250	YX	SOUTHEASTERN SMR LLC	PRB4	YORK
409.	SMR	861.21250	YX	SOUTHEASTERN SMR LLC	PRB4	WINGATE
409.	SMR	861.21250	YX	SOUTHEASTERN SMR LLC	PRB4	STALLINGS
409.	SMR	861.21250	YX	SOUTHEASTERN SMR LLC	PRB4	CLOVER
409.	SMR	861.21250	YX	SOUTHEASTERN SMR LLC	PRB4	CLOVER
409.	SMR	861.21250	YX	SOUTHEASTERN SMR LLC	PRB4	BOWLING GREEN
409.	SMR	861.21250	YX	SOUTHEASTERN SMR LLC	PRB4	NEWPORT

**Interactive  
Systems  
Inc.**

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1601 North Kent Street, Suite 1103, Arlington, VA 22209 • (703) 812-8270

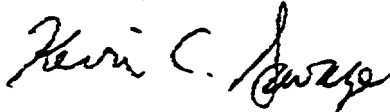
December 22, 1994

Mr. Walter Gallinghouse  
SMR Won  
16218 Highway 190  
Covington, LA 70433

Dear Mr. Gallinghouse:

This correspondence is to inform you that Interactive Systems, Inc., the authorized contractor for the Third Party Public Access Contract with the Federal Communications Commission, is in the process of updating pending applications to our database. The backlog of applications includes applications from September 1994 to the present, which was due to the FCC's conversion to a new computer system. The updating process to ISI's database is estimated to be completed by the middle of January. After this process is completed, ISI will be able to proceed with the processing of SMR Won's data. If you have any questions, please call me at 703-812-8270.

Sincerely,



Kevin C. Savage



**EXHIBIT K**

**Declarations of William A. Holesworth  
Frequency Studies of SMR Licenses in  
Georgia, New Jersey, Louisiana,  
Oklahoma, South Carolina, Utah,  
Colorado, Washington, Oregon, Idaho**

**DECLARATION OF WILLIAM HOLESWORTH**

William Holesworth hereby declares as follows:

1. I am General Manager of Business Radio, Inc., (BRI), Kennewick, Washington. I am licensee of Stations WNPS555 and WNPS559, Benton County, Washington. I also manage Station WNDR605, Yakima County, Washington, licensed to BRI. In addition, I assist with technical interference issues and operations for SMR stations WNYQ310, Shohomish County, Wash., and WNUD533, Mission Ridge, Washington, licensed to AccuComm, Inc. I have been an owner and manager of SMR systems for over 30 years.

2. BRI is a member of the Northwest Wireless Network, a co-operative of independent SMR operators in Washington State, Oregon, Idaho, and Montana providing roaming service to customers using EF Johnson Motorola equipment, in competition with users of Motorola-based SMR operators in these states. BRI's business, and the business of Northwest Wireless Network, will be severely injured, and possibly destroyed, by the proposed merger of OneComm Corporation and Nextel Communications, Inc ("Nextel"), because we will be unable to compete effectively against the resulting heavy concentration in the SMR market.

3. On or about December 27, 1994, using the FCC database, obtained from Interactive Systems, Inc., Arlington, Virginia (the "ISI Database"), I began an analysis to determine the number of allocated licensed private radio channel frequencies in the band 851.0125 MHz through 865.9875 MHz (Channels 1-600) as defined in Section 90.613 of the FCC rules for the following states: Colorado, Georgia, Louisiana, New Jersey, Oklahoma, South Carolina and Utah (the "States"). These

include the 280 channels reserved for trunked SMR service (YX), and the "intercategory sharing" channels available when all SMR channels are "taken" in a particular area. See Sections 90.617 (d) and 90.621(e) (formerly 90.621(g)).

4. To perform my analysis, I utilized additional computer hardware and software, including Microsoft Access Version 2, a database program which allowed me to sort and analyze the data in the various search fields<sup>1/</sup> defined in the ISI Database.

5. Based on the information reflected in the ISI Database, I have determined that the number of allocated licensed channels reserved for trunked SMR service in the 800 MHz frequency for the States are as follows:<sup>2/</sup>

<u>State</u>	<u>No. of Channels</u>
Colorado	11,272
Georgia	5,322
Louisiana	2,405
New Jersey	1,775
Oklahoma	9,134
South Carolina	2,080
Utah	895

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<sup>1/</sup> Separate search fields include Licensee Name, Location (by geographic coordinates) whether the application is Pending or Granted, the date of grant, the date of filing, and frequency.

<sup>2/</sup> The ISI Database further reflects that the concentration of frequencies within these States increased dramatically in August, 1994, just days before the FCC imposed a freeze on the processing of further applications.

The ISI Database can be submitted on diskette upon request, assuming the necessary clearance is obtained from ISI.

6. Once I determined the number of allocated licensed channels for trunked SMR service in the 800 MHz frequency in the States, I began an additional analysis to determine the number of these frequencies that were owned or controlled by Nextel, or Nextel controlled entities.

7. The identification of an entity as a "Nextel controlled entity" was based primarily upon my own personal knowledge, and the personal knowledge of the following persons with whom I spoke directly:

John Peacock: owner/operator of Peacock Communications  
(West Memphis, Arkansas)

Bill Wyatt: owner/operator of Total Communications  
(Enid, Oklahoma)

Walter Callinghouse: owner/operator of Communications  
Center, Inc. (Covington, Louisiana)

Harold O'Dell: owner/operator of Leflore Communications,  
Inc. (Greenwood, Mississippi)

Dale Avery: owner/operator of Radio Service Co.  
(Blackfoot, Idaho)

Gene Stoker: owner/operator of Idaho Communications  
(Boise, Idaho)

8. In the limited instances that I was unable to confirm the affiliation, if any, of a license holder based on my own personal knowledge or the personal knowledge of the persons referenced in paragraph 7 above, I used the "Licensee" search field in the ISI Database to cross check the holder's "call sign" with the pending applications for modifications of "call signs" submitted by Nextel and Nextel controlled entities upon their acquisition of a controlling interest in any holder of an SMR

license. Where Nextel or a Nextel controlled entity had submitted an application to modify the call sign of any license holder in question, I included that license holder's channels among Nextel's owned or controlled holdings.

9. Based on the information obtained through the analysis discussed in paragraphs 7 and 8 above, when compared with the number of allocated licensed channel frequencies referenced above, I have determined that Nextel's ownership or control of the allocated license channels reserved for trunked SMR service in the 800 MHz frequency in the States, expressed in percentages, are as follows:

<u>State</u>	<u>% of Channels</u>
Colorado	95 (10,703) <sup>1/</sup>
Georgia	91.3 (4,833)
Louisiana	77.3 (1,860)
New Jersey	75.6 (1,343)
Oklahoma	94 (8,591)
South Carolina	75.8 (1,578)
Utah	67 (599)

A detailed breakdown of the number of frequencies owned or controlled by Nextel in these States is set forth in Appendix A, attached hereto.

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<sup>1/</sup> In addition, Nextel controls 4,753 of the 5,524 (86%) of the pending new channels, each of which is "senior" in priority.

01/05/95  
RHCH24:GSPATHI  
63495-1.APP

The statements and analyses contained herein are true and correct to the best of my knowledge. This declaration is given under pains and penalties of perjury.

  
William Holesworth

Dated: January 5, 1995

Georgia Summary SMR Licensed Channels

Count	NEXTEL
21	AMI
0	ARDIS
40	ATLANTIC CELLULAR
40	BOSTON COMM
37	CENTENIAL COMM
5	CLEARCHANNEL COMM
60	DIAL CALL
1029	JOHNSON COMM
891	MOTOROLA
60	SMART SMR
1691	S.E. SMR LLC
34	SUNRISE COMM
781	TRANSIT COMM
49	US DIGITAL
<b>4738</b>	NEXTEL Total
<b>5322 Total License of SMR Channels</b>	
NEXTEL holds <b>89%</b> of SMR Channels	

New Jersey Summary SMR Licensed Channels

Count	NEXTEL
311	DISPATCH COMM
5	JEM COMM
167	MOTOROLA
860	SMART SMR
<b>1343</b>	NEXTEL TOTAL
<b>1775 Total License of SMR Channels</b>	
Nextel holds <b>76%</b> of SMR Channels	

Louisiana Summary SMR Licensed Channels

Count	NEXTEL
20	COASTEL 20
126	METROLINK (MOTOROLA)
875	MOTOROLA
277	SABER
188	SMART SMR
101	SE SMR LLC
70	TRANSIT COMM
30	BLACKWELL
5	BURCH
10	CALAIS RADIO
7	COASTAL COMM
7	DE ARMAS
7	ELECTROCOM
5	GROCE
5	GROMME III
10	SCHWEGGMAN
16	JASPER
10	COASTAL COMM
24	LA COMM & ELEC
10	METROCOMM INC
10	MORGAN
72	TWO-WAY COMM
5	WALLENBURG
20	WITTE, ROSE TRUST
10	SCHWEGGMAN
1860	NEXTEL TOTAL
<b>2405 Total License of SMR Channels</b>	
NEXTEL holds 77% of SMR Channels	



Oklahoma Summary SMR Licensed Channels

Count	NEXTEL
101	MOTOROLA
8408	ONCCOMM
12	PERMIAN
70	SMART SMR
<b>8591</b>	NEXTEL TOTAL
<b>9134 Total License of SMR Channels</b>	
NEXTEL holds <b>94%</b> of SMR Channels	

South Carolina Summary SMR Licensed Channels

Count	NEXTEL
40	ATLANTIC CELLULAR
40	BOSTON COMM
45	CENTENNAIL COMM
180	DIAL CALL
590	MOTOROLA
38	SMART SMR
486	S.E. SMR LLC
37	SUNRISE COMM
52	TRANSIT COMM
50	ATLANTIC CELLULAR
<b>1528</b>	NEXTEL TOTAL
<b>2080 Total License of SMR Channels</b>	
NEXTEL holds <b>73%</b> of SMR Channels	

Utah Summary SMR Licensed Channels

Count	NEXTEL
5	ADVANCED MOBILE
15	MOTOROLA
288	ONECOMM
147	QUESTAR
49	SMART SMR
10	HARDING
5	HABERMAN
5	KOZ
20	WORDPERFECT
5	SOBIESKI
5	WOLFLEY
45	SKAGGS
<b>599</b>	<b>NEXTEL TOTAL</b>
<b>895 Total License of SMR Channels</b>	
NEXTEL holds <b>67%</b> of Licensed Channels	

Colorado Summary SMR Licensed Channels

Count	NEXTEL
94	ADVANCED MOBILECOM INC
1062	MOTOROLA
9437	ONECOMM
90	SMART SMR
20	PERMIAN
<b>10,703</b>	<b>NEXTEL TOTAL</b>
<b>11,272 Total License of SMR Channels</b>	
NEXTEL holds <b>95%</b> of SMR Channels	

### DECLARATION OF WILLIAM HOLESWORTH

William Holesworth hereby declares as follows.

I am General Manager of Business Radio, Inc., (BRI), Kennewick, Washington. I am licensee of Stations WNPS555 and WNPS559, Benton County, Washington. I also manage Station WNDR605, Yakima County, Washington, licensed to BRI. In addition, I assist with technical interference issues and operations for SMR stations WNYQ310, Shohomish County, Wash., and WNUD533, Mission Ridge, Washington, licensed to AccuComm, Inc. I have been an owner and manager of SMR systems for over 30 years.

BRI is a member of the Northwest Wireless Network, a co-operative of independent SMR operators in Washington State, Oregon, Idaho, and Montana providing roaming service to customers using EF Johnson Motorola equipment, in competition with users of Motorola-based SMR operators in these states. BRI's business, and the business of Northwest Wireless Network, will be severely injured, and possibly destroyed, by the proposed merger of OneComm and Nextel, because we will be unable to compete effectively against the resulting heavy concentration in the SMR market.

On or about November 14, 1994 I began a review of the FCC database for pending and licensed private radio channel frequencies in the band 851.0125 MHz through 865.9875 MHz (Channels 1-600) as defined in Section 90.613 of the FCC rules. These include the 280 channels reserved for SMR use, and the "intercategory sharing" channels available when all SMR channels are "taken" in a particular area. See Sections 90.617 (d) and 90.621(e) (formerly 90.621(g)). I ordered from Interactive Systems, Inc. (ISI), Arlington, VA, the FCC's database research

supplier, the complete database for Channels 1-600 for the states of Washington, Oregon, and Idaho, where members of Northwest Wireless provide service in competition to Nextel and OneComm. As shown in the database, the concentration of frequencies in the region dramatically changed in August, 1994, just days before the FCC imposed a freeze on the processing of further applications.

After obtaining the database, I purchased additional computer hardware and software, including Microsoft Access, a database program which allowed me to sort and analyze the data in the various search fields<sup>1/</sup> permitted by the ISI database. It took me several weeks, including working late nights and weekends, to analyze this database and the results of the various field isolations. See examples in Attachment 1. I will submit the entire database if requested, and if clearance is received from ISI. I completed this study this past weekend, December 11, 1994. The following gives the results of my analysis.

I. Washington State.

A. Licensed Channels. Following FCC approval of the OneComm/Nextel merger, Nextel would control 96% of all SMR<sup>2/</sup> licensed frequencies in Washington State:

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<sup>1/</sup> Separate search fields include Licensee Name, Location (by geographic coordinates) whether the application is Pending or Granted, the date of grant, the date of filing, and frequency.

<sup>2/</sup> This includes all channels licensed in the FCC's "YX" designation for trunked SMR operation, whether they are channels within the 280 reserved SMR channels, or other channels converted to SMR use.

OneComm	9,073
Nextel Group <sup>3/</sup>	945
Speculators <sup>4/</sup>	82
Independent SMR Operators	<u>324</u>
TOTAL	10,424

The vast majority of the OneComm frequencies in Washington State remain unbuilt.<sup>5/</sup>

B. Pending Applications. The concentration of frequencies in pending applications to be processed in the State of Washington is as follows:

Cencall/OneComm	14,672
Questar	830
Speculators	234
Existing SMR	<u>374</u>
TOTAL	16,110

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<sup>3/</sup> Includes Cencall, Onecomm's parent; Questar; Smart SMR, Nextel and Motorola.

<sup>4/</sup> "Speculators" are defined as those individuals and groups who have filed multiple applications for SMR, General Category, and 220 MHz frequencies using out of state addresses, who are not current operators of SMR services to my knowledge, and who have made a business of attempting to sell unconstructed properties to the highest bidder. I have been contacted by some of the applicants and licensees in this group seeking to sell me their unbuilt channels for several thousand dollars per channel. It is a matter of record before the various departments of the Federal Government, including the FCC, SEC, and FTC, that significant speculation in SMR applications has occurred in the past two years. This survey identifies that "speculator" category for further study.

<sup>5/</sup> Nextel also would control 89.9% of all frequencies licensed in Washington State in the entire 851/865 MHz private radio band:

<u>Entities</u>	<u>Licensed Chs.</u>
Private Business and Industrial	380
State and Local Government	880
OneComm/Nextel Group	10,105
Traditional SMR Operators	<u>92</u>
TOTAL, PRB 800 MHz Band	11,457

Thus, OneComm has 90% of the pending applications for new channels in Washington. If all the pending applications for new frequencies were granted, more than 96% of the SMR frequencies in Washington State would be concentrated in Nextel's hands:

Licenses & Pending Applications - Washington State

Nextel/OneComm/Questar	25,520
Speculators	316
Existing SMR	<u>698</u>
 TOTAL SMR	 26,534

While not all pending applications likely are grantable, a significant portion of them are, and the likelihood is rather high that OneComm's "wide-area" applications would be granted. Thus, if the FCC approves the transfer of control of OneComm to Nextel, Nextel's ultimate concentration of SMR frequencies in the state of Washington is not likely to go below 96% after processing the application backlog, and may actually increase, because OneComm's applications appear to be in the queue for processing ahead of many "speculator" and existing SMR operator applications.

Oregon. Nextel currently owns 2.05% of the Oregon 800 MHz SMR market. Following the OneComm proposed merger, Nextel will control 87.7% of the market: <sup>6/</sup>

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<sup>6/</sup> State and local government licensed channels in Oregon total 207 licensed channels. Private radio licensees (industrial, utilities are licensed for another 238 channels. Thus, of the total 7,983 licensed 800 MHz channels in Oregon, Nextel would control 82% (81.96%) of all channels following the merger.

<u>Entities</u>	<u>Licensed Channels</u>
OneComm	6,390
Nextel	153
Speculators	53
Independent SMR Operators <sup>2/</sup>	<u>865</u>
TOTAL	7,461

The pending application situation in Oregon is much different than in Washington State. In Oregon, there are only 1,819 pending applications for new SMR channels. However, 89.9% of the pending applications would be controlled by Nextel following the merger:

<u>Entities</u>	<u>Licensed Channels</u>
Nextel Group/OneComm	1,620
Speculators	123
Existing SMR Operators	<u>76</u>
TOTAL PENDING SMR	1,819

If all pending applications are granted, Nextel's total concentration of all 800 MHz SMR frequencies in Oregon could increase to 88%.<sup>3/</sup>

Idaho. Nextel, through its subsidiary Smart SMR and its acquisition of Questar, currently controls 8% of the frequencies in Idaho. Only the Questar frequencies are constructed and operational; to my knowledge the Smart SMR frequencies controlled by Nextel are not yet constructed. After its proposed acquisition of OneComm, Nextel will control 73% of all SMR channels licensed in Idaho:

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<sup>2/</sup> Includes "private" uses such as industrial licensees, utilities, etc., as well as "commercial mobile radio" SMR operators.

<sup>3/</sup> 8163 total pending frequency applications and licensed OneComm/Nextel group 800 MHz SMR frequencies, divided by 9280 total pending and licensed SMR channels in Oregon = 87.96%.

<u>Entity</u>	<u>Channels Licensed</u>
OneComm	1,251
Nextel Group	153
Speculators	82
Independent SMR Operators	<u>446</u>
TOTAL LICENSED SMR CHANNELS	1,932

Frequency Warehousing. The anticompetitive effects of the concentration of SMR frequencies in Washington, Idaho, and Oregon has had two effects already, and we expect others will follow. First, it is preventing existing independent operators from expanding their existing operations. Expansion has two components - expansion of frequencies within the operator's existing area, and expansion of the territory served. The ability of independent SMR operators using other than Motorola equipment in Washington, Idaho and Oregon has been completely cut off in both categories, and would be increased by the Nextel/OneComm merger, because Nextel controls most of the large urban area SMR operations in markets like Seattle and Portland.

BRI is unable to provide service to new customers, has experienced a decrease in the quality of service to existing customers as their use increases, and is hemmed in by short spaced unbuilt licenses, even though it is clear that Nextel and OneComm will not construct all the frequencies they have warehoused at a particular location, because the market will not support such a large use of frequencies. See my Declaration in this proceeding of October 18, 1994, attached to "Petition for Reconsideration and Special Relief."

In Lewiston, Idaho, Nextel/Onecomm would control 233 channels on one license, WPEV204, which is 83.2% of the top 280



channels. Onecomm would have to have aggregate loading of 16,310 customers (70 customers per channel x 233 channels) to justify licensing for this one gigantic license to serve a town of 28,082 (1990 Census). In my experience no community in Washington, Idaho, or Oregon has mobile radio use, whether cellular, SMR, or other, totalling 58% of its population. Mobile radio total penetration is in the 5%-15% maximum range in the best communities. OneComm could not sustain construction and operation of 233 channels in Lewiston, or 151 channels in Jerome, Idaho, for example.<sup>9/</sup> Since OneComm does not operate in Idaho, OneComm would have to have aggregate loading of 70 mobiles per channel, or 87,500 customers in other markets, to justify obtaining all its channels in Idaho. When all three states are combined, it would take 2,310,350 customers in other markets to justify aggregate loading for the 33,005 channels licensed or applied for by OneComm in the three states. This is more "aggregate loading" than the combined total of all SMR customers (approximately 1.6 million) in the United States! The FCC has been ignoring its own policies in granting monopoly control of 800 MHz frequencies to one entity.

This substantial number of pending channels represents significant attempts to "short-space" new transmitters to existing SMR operations.<sup>10/</sup> This will have the effect of significantly reducing the coverage area of existing independent

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<sup>9/</sup> See WPEV200, licensed for 151 channels in Jerome, ID.

<sup>10/</sup> Some licenses are even "short-spaced" at the same site! Compare David Herman WPCB277, granted 3/21/94, to OneComm, WNIQ423, granted during the freeze on 10/21/94!